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RECORDATION NO.

22863-C FILED

DEC 27 '00

11:14 AM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

December 27, 2000

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of December 22, 2000. The primary document to which this is connected is recorded under Recordation No. 22863. We request that one copy of this document be recorded under Recordation No. 22863-C.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Lessee:

Coors Brewing Company
311 10th Street,
Golden, CO 80401-0030

A description of the equipment covered by the Memorandum of Lease Agreement consists of eight tank cars numbered CORX 5283-5290, inclusive.

, BALL JANIK LLP

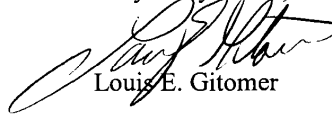
Honorable Vernon A. Williams
December 27, 2000
Page 2

A fee of \$ 26.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and Coors Brewing Company, 311 10th Street, Golden, CO 80401-0030, covering eight tank cars numbered CORX 5283-5290, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 22863-C FILED

DEC 27 '00 11:14 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")

AND

COORS BREWING COMPANY ("LESSEE")

DECEMBER 2, 2000

Memorandum of a Lease Agreement made and entered into as of February 18, 2000 by and between Banc One Leasing Corporation ("Lessor") and Coors Brewing Company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A
2. The lease of the Railcars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: Banc One Leasing Corporation

By: Erin Adams

Title: Signing Authority

Date: 12-21-00

Lessee: Coors Brewing Company

By: _____

Title: _____

Date: _____

Memorandum of a Lease Agreement made and entered into as of February 18, 2000 by and between Banc One Leasing Corporation ("Lessor") and Coors Brewing Company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A
2. The lease of the Railcars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: Banc One Leasing Corporation

By: _____

Title: _____

Date: _____

Lessee: Coors Brewing Company

By: 

Title: Treasurer

Date: 12-22-2000

STATE OF

COUNTY OF

On this 21st day of Dec, 2000, before me personally appeared Eric Adams, to me personally known, who being by me duly sworn, says that he is the Funding Authority of Banc One Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



LAURA A. NOBLE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES OCT. 15, 2001

Laura A. Noble
NOTARY PUBLIC

My commission expires:

STATE OF

COUNTY OF

On this 22nd day of Dec, 2000, before me personally appeared David Barnes, to me personally known, who being by me duly sworn, says that he is the Treasurer of Coors Brewing Company, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Larry McCoy
NOTARY PUBLIC

My commission expires:

12/6/02

EXHIBIT A
TO
MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")

AND

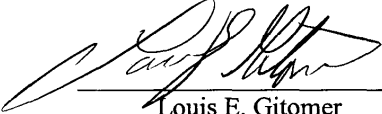
COORS BREWING COMPANY ("LESSEE")

Eight (8) 21000 USG Sandwich Car with Stainless Steel Inner Tank bearing the following mark and number:

CORX	5284
CORX	5283
CORX	5285
CORX	5286
CORX	5287
CORX	5288
CORX	5289
CORX	5290

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of December 22, 2000 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
December 27, 2000